

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **January 31, 2020**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: **1-08266**

U.S. GOLD CORP.

(Exact Name of Registrant as Specified in its Charter)

Nevada

(State or other jurisdiction of incorporation or organization)

22-1831409

(I.R.S. Employer Identification No.)

1910 E. Idaho Street, Suite 102-Box 604, Elko, NV

(Address of Principal Executive Offices)

89801

(Zip Code)

(800) 557-4550

(Registrant's Telephone Number, including Area Code)

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	USAU	Nasdaq Capital Market

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. Common Stock (\$0.001 par value): As of March 12, 2020, there were 24,464,621 shares outstanding.

U.S. GOLD CORP.
FORM 10-Q
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FORWARD-LOOKING STATEMENTS

Some information contained in or incorporated by reference into this Quarterly Report on Form 10-Q may contain forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking statements concern our anticipated results and developments in our operations in future periods, planned exploration and development of our properties, plans related to our business and other matters that may occur in the future. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. These statements include, but are not limited to, comments regarding:

- our plans to conduct geographic surveys and determine the scope of our drilling program during our fiscal year ended April 30, 2020,
- our ability to regain and maintain compliance with the Nasdaq Capital Market's listing standards,
- the conclusions of additional exploration programs and related studies,
- expectations and the timing and budget for exploration and future exploration of our properties,
- our planned expenditures during our fiscal year ended April 30, 2020 and future periods,
- our estimates of the cost of future permitting changes and additional bonding requirements,
- future exploration plans and expectations related to our properties,
- our ability to fund our business with our current cash reserves based on our currently planned activities,
- our expected cash needs and the availability and plans with respect to future financing,
- statements concerning our financial condition,
- our anticipation of future environmental and regulatory impacts,
- our business and operating strategies, and
- statements related to operating and legal risks.

We use the words "anticipate," "continue," "likely," "estimate," "expect," "may," "could," "will," "project," "should," "believe" and variations of such words and similar expressions to identify forward-looking statements. Statements that contain these words discuss our future expectations and plans, or state other forward-looking information. Although we believe the expectations and assumptions reflected in those forward-looking statements are reasonable, we cannot assure you that these expectations and assumptions will prove to be correct. Our actual results could differ materially from those expressed or implied in these forward-looking statements as a result of various factors, including the risk factors described in this report and in "Item 1A. Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended April 30, 2019.

Many of these factors are beyond our ability to control or predict. Although we believe that the expectations reflected in our forward-looking statements are based on reasonable assumptions, such expectations may prove to be materially incorrect due to known and unknown risk and uncertainties. You should not unduly rely on any of our forward-looking statements. These statements speak only as of the date of this report. Except as required by law, we are not obligated to publicly release any revisions to these forward-looking statements to reflect future events or developments. All subsequent written and oral forward-looking statements attributable to us and persons acting on our behalf are qualified in their entirety by the cautionary statements contained in this section and elsewhere in this report.

PART I: FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

U.S. GOLD CORP. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	January 31, 2020	April 30, 2019
ASSETS		
CURRENT ASSETS:		
Cash	\$ 1,206,044	\$ 2,197,181
Prepaid expenses and other current assets	545,559	613,261
Total current assets	1,751,603	2,810,442
NON - CURRENT ASSETS:		
Property, net	68,307	74,929
Reclamation bond deposit	355,556	339,447
Mineral rights	6,163,559	4,176,952
Total non - current assets	6,587,422	4,591,328
Total assets	\$ 8,339,025	\$ 7,401,770
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 60,376	\$ 112,303
Accounts payable - related parties	17,603	42,539
Accrued liabilities	-	5,367
Total current liabilities	77,979	160,209
LONG- TERM LIABILITIES		
Asset retirement obligation	95,412	88,746
Total liabilities	173,391	248,955
Commitments and Contingencies		
STOCKHOLDERS' EQUITY :		
Preferred stock, \$0.001 par value; 50,000,000 authorized		
Convertible Series F Preferred stock (\$0.001 Par Value; 1,250 Shares Authorized; 270 and none issued and outstanding as of January 31, 2020 and April 30, 2019; liquidation preference of \$540,000)	-	-
Common stock (\$0.001 Par Value; 200,000,000 Shares Authorized; 24,439,478 and 19,860,625 shares issued and outstanding as of January 31, 2020 and April 30, 2019)	24,439	19,861
Additional paid-in capital	38,913,440	33,408,056
Accumulated deficit	(30,772,245)	(26,275,102)
Total stockholders' equity	8,165,634	7,152,815
Total liabilities and stockholders' equity	\$ 8,339,025	\$ 7,401,770

See accompanying notes to unaudited condensed consolidated financial statements.

U.S. GOLD CORP. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Three Months Ended January 31, 2020	For the Three Months Ended January 31, 2019	For the Nine Months Ended January 31, 2020	For the Nine Months Ended January 31, 2019
Net revenues	\$ -	\$ -	\$ -	\$ -
Operating expenses:				
Compensation and related taxes - general and administrative	591,290	318,771	1,168,736	1,545,967
Exploration costs	62,810	737,164	1,201,559	2,503,277
Professional and consulting fees	407,115	476,604	1,873,501	1,644,607
General and administrative expenses	118,705	102,809	473,343	423,309
Loss (gain) from foreign currency transactions	611	-	(923)	-
Total operating expenses	<u>1,180,531</u>	<u>1,635,348</u>	<u>4,716,216</u>	<u>6,117,160</u>
Loss before benefit (provision) for income taxes	(1,180,531)	(1,635,348)	(4,716,216)	(6,117,160)
Benefit (provision) for income taxes	<u>219,073</u>	<u>(438,145)</u>	<u>219,073</u>	<u>(438,145)</u>
Net loss	(961,458)	(2,073,493)	(4,497,143)	(6,555,305)
Deemed dividend related to beneficial conversion feature of series F preferred stock	-	-	(2,022,712)	-
Net loss applicable to U.S. Gold Corp. common shareholders	<u>\$ (961,458)</u>	<u>\$ (2,073,493)</u>	<u>\$ (6,519,855)</u>	<u>\$ (6,555,305)</u>
Net Loss per common share, basic and diluted	<u>\$ (0.04)</u>	<u>\$ (0.11)</u>	<u>\$ (0.29)</u>	<u>\$ (0.36)</u>
Weighted average common shares outstanding - basic and diluted	<u>24,013,495</u>	<u>18,757,263</u>	<u>22,247,149</u>	<u>18,173,054</u>

See accompanying notes to unaudited condensed consolidated financial statements.

U.S. GOLD CORP. AND SUBSIDIARIES
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
 FOR THE NINE MONTHS ENDED JANUARY 31, 2020 AND 2019

	Preferred Stock - Series F		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	\$0.001 Par Value		\$0.001 Par Value				
	Shares	Amount	Shares	Amount			
Balance, May 1, 2019	-	\$ -	19,860,625	\$ 19,861#	\$ 33,408,056	\$ (26,275,102)	\$ 7,152,815
Issuance of preferred stock and warrants for cash, net of offering cost	1,250	1	-	-	2,401,201	-	2,401,202
Conversion of preferred stock into common stock	(616)	-	1,080,707	1,080	(1,080)	-	-
Issuance of common stock for services	-	-	21,534	21	24,979	-	25,000
Issuance of common stock for accrued services	-	-	10,684	11	12,489	-	12,500
Stock options granted for services	-	-	-	-	52,214	-	52,214
Stock-based compensation in connection with restricted common stock unit grants	-	-	-	-	52,682	-	52,682
Cancellation of common stock	-	-	(85,000)	(85)	85	-	-
Net loss	-	-	-	-	-	(1,308,599)	(1,308,599)
Balance, July 31, 2019	634	1	20,888,550	20,888#	35,950,626	(27,583,701)	8,387,814
Conversion of preferred stock into common stock	(364)	(1)	638,596	639	(638)	-	-
Issuance of common stock in connection with the share exchange agreement	-	-	2,000,000	2,000	2,018,000	-	2,020,000
Stock options granted for services	-	-	-	-	52,213	-	52,213
Stock-based compensation in connection with restricted common stock award grants and restricted common stock unit grants	-	-	335,000	335	392,763	-	393,098
Net loss	-	-	-	-	-	(2,227,086)	(2,227,086)
Balance, October 31, 2019	270	-	23,862,146	23,862#	38,412,964	(29,810,787)	8,626,039
Issuance of common stock for services	-	-	503,609	503	418,195	-	418,698
Issuance of common stock for accrued services	-	-	17,936	18	14,385	-	14,403
Stock options granted for services	-	-	-	-	40,357	-	40,357
Stock-based compensation in connection with restricted common stock award grants and restricted common stock unit grants	-	-	55,787	56	27,539	-	27,595
Net loss	-	-	-	-	-	(961,458)	(961,458)
Balance, January 31, 2020	270	\$ -	24,439,478	\$ 24,439#	\$ 38,913,440	\$ (30,772,245)	\$ 8,165,634
	Preferred Stock - Series F		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	\$0.001 Par Value		\$0.001 Par Value				
	Shares	Amount	Shares	Amount			
Balance, May 1, 2018	-	\$ -	17,590,574	\$ 17,591	\$ 30,911,222	\$ (18,228,552)	\$ 12,700,261
Issuance of common stock for services	-	-	19,319	19	76,489	-	76,508
Issuance of common stock for accrued services	-	-	9,191	9	12,491	-	12,500
Stock options granted for services	-	-	-	-	33,636	-	33,636
Net loss	-	-	-	-	-	(1,481,504)	(1,481,504)
Balance, July 31, 2018	-	-	17,619,084	17,619	31,033,838	(19,710,056)	11,341,401
Issuance of common stock for services	-	-	532,600	533	697,623	-	698,156
Stock options granted for services	-	-	-	-	57,874	-	57,874
Net loss	-	-	-	-	-	(3,000,308)	(3,000,308)
Balance, October 31, 2018	-	-	18,151,684	18,152	31,789,335	(22,710,364)	9,097,123
Issuance of common stock for cash, net of issuance costs	-	-	235,071	235	178,637	-	178,872
Issuance of common stock for salaries	-	-	91,268	91	99,909	-	100,000
Issuance of common stock for exploration expenses	-	-	199,159	199	183,027	-	183,226
Issuance of common stock for services	-	-	448,081	448	78,120	-	78,568
Stock options granted for services	-	-	-	-	114,216	-	114,216

Net loss	-	-	-	-	-	(2,073,493)	(2,073,493)
Balance, January 31, 2019	-	\$ -	19,125,263	\$ 19,125	\$ 32,443,244	\$ (24,783,857)	\$ 7,678,512

See accompanying notes to unaudited condensed consolidated financial statements.

U.S. GOLD CORP. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Nine Months Ended January 31, 2020	For the Nine Months Ended January 31, 2019
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (4,497,143)	\$ (6,555,305)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	6,622	4,602
Accretion	6,666	4,854
Stock based compensation	1,061,857	1,333,574
Amortization of prepaid stock based expenses	145,210	183,226
Deferred income taxes	-	438,145
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	(77,508)	244,542
Reclamation bond deposit	(16,109)	(254,019)
Accounts payable	(177,597)	(60,311)
Accounts payable - related parties	1,967	29,089
Accrued liabilities	(5,367)	-
NET CASH USED IN OPERATING ACTIVITIES	(3,551,402)	(4,631,603)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Net proceeds received in connection with the share exchange agreement	159,063	-
NET CASH PROVIDED BY INVESTING ACTIVITIES	159,063	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Issuance of preferred stock and warrants, net of issuance cost	2,401,202	-
Issuance of common stock, net of offering costs	-	178,872
NET CASH PROVIDED BY FINANCING ACTIVITIES	2,401,202	178,872
NET DECREASE IN CASH	(991,137)	(4,452,731)
CASH - beginning of period	2,197,181	7,646,279
CASH - end of period	<u>\$ 1,206,044</u>	<u>\$ 3,193,548</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Increase in asset retirement obligation	\$ -	\$ 81,885
Issuance of common stock for accrued services	\$ 26,903	\$ 12,500
Deemed dividends - Series F preferred stock	\$ 2,022,712	\$ -
Issuance of common stock in connection with the share exchange agreement	\$ 2,020,000	\$ -
Assumption of liabilities in connection with the share exchange agreement	\$ 125,670	\$ -
Increase in mineral properties in connection with the share exchange agreement	\$ 1,986,607	\$ -
Issuance of common stock for prepaid services	\$ -	\$ 174,616

See accompanying notes to unaudited condensed consolidated financial statements.

U.S. GOLD CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 2020

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Organization

U.S. Gold Corp., formerly known as Dataram Corporation (the “Company”), was originally incorporated in the State of New Jersey in 1967 and was subsequently re-incorporated under the laws of the State of Nevada in 2016. Effective June 26, 2017, the Company changed its name to U.S. Gold Corp. from Dataram Corporation. None of the Company’s properties contain proven and probable reserves and all of the Company’s activities are exploratory in nature.

On June 13, 2016, Gold King Corp. (“Gold King”), a private Nevada corporation, entered into an Agreement and Plan of Merger (the “Merger Agreement”) with the Company, the Company’s wholly-owned subsidiary Dataram Acquisition Sub, Inc., a Nevada corporation (“Acquisition Sub”), and all of the principal shareholders of Gold King (the “Gold King Shareholders”). Upon closing of the transactions contemplated under the Merger Agreement (the “Merger”), Gold King merged with and into Acquisition Sub with Gold King as the surviving corporation and became a wholly-owned subsidiary of the Company. The Merger was treated as a reverse acquisition and recapitalization, and the business of Gold King became the business of the Company. The financial statements are those of Gold King (the accounting acquirer) prior to the merger and include the activity of the Company (the legal acquirer) from the date of the Merger. Gold King is a gold and precious metals exploration company pursuing exploration and development opportunities primarily in Nevada and Wyoming. The Company has a wholly owned subsidiary, U.S. Gold Acquisition Corporation, formerly Dataram Acquisition Sub, Inc. (“U.S. Gold Acquisition”), a Nevada corporation which was formed in April 2016.

On May 23, 2017, the Company closed the Merger with Gold King. The Merger constituted a change of control and the majority of the Board of Directors changed with the consummation of the Merger. The Company issued shares of common stock to Gold King which represented approximately 90% of the combined company.

On September 10, 2019, the Company, 2637262 Ontario Inc., a corporation incorporated under the laws of the Province of Ontario (“NumberCo”), and all of the shareholders of NumberCo (the “NumberCo Shareholders”), entered into a Share Exchange Agreement (the “Share Exchange Agreement”), pursuant to which, among other things, the Company agreed to issue to the NumberCo Shareholders 2,000,000 shares of the Company’s common stock in exchange for all of the issued and outstanding shares of NumberCo, with NumberCo becoming a wholly-owned subsidiary of the Company (see Note 4).

Unless the context otherwise requires, all references herein to the “Company” refer to U.S. Gold Corp. and its consolidated subsidiaries.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The accompanying interim unaudited condensed consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”), the instructions to Form 10-Q, and the rules and regulations of the United States Securities and Exchange Commission for interim financial information, which includes the unaudited condensed consolidated financial statements and presents the unaudited condensed consolidated financial statements of the Company and its wholly-owned subsidiaries as of January 31, 2020. All intercompany transactions and balances have been eliminated. The accounting policies and procedures used in the preparation of these unaudited condensed consolidated financial statements have been derived from the audited financial statements of the Company for the year ended April 30, 2019, which are contained in the Form 10-K filed on July 26, 2019. The unaudited condensed consolidated balance sheet as of April 30, 2019 was derived from those financial statements. It is management’s opinion that all material adjustments (consisting of normal recurring adjustments) have been made, which are necessary for a fair financial statement presentation. Operating results for the three- and nine-month periods ended January 31, 2020 are not necessarily indicative of the results to be expected for the year ending April 30, 2020.

U.S. GOLD CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 2020

Use of Estimates and Assumptions

In preparing the unaudited condensed consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the condensed consolidated balance sheet, and revenues and expenses for the period then ended. Actual results may differ significantly from those estimates. Significant estimates made by management include, but are not limited to, valuation of mineral rights, stock-based compensation, the fair value of common and preferred stock, valuation of warrants, asset retirement obligations and the valuation of deferred tax assets and liabilities.

Revision of Financial Statements

During the three months ended October 31, 2019, the Company determined that it had improperly classified a deemed dividend related to the Company's preferred stock within its stockholders' equity section of its balance sheet during the three months ended July 31, 2019. This resulted in an overstatement of additional paid-in capital by the amount of the deemed dividend, and a corresponding understatement of accumulated deficit. The Company reclassified the deemed dividend for the six-month period ended October 31, 2019. The Company assessed the materiality of the misstatements in accordance with Staff Accounting Bulletin No.99, "Materiality" and No. 108, "Quantifying Misstatements", and concluded that this error was not qualitatively material on the Company's consolidated balance sheets, and statement of stockholders' deficit. There was no effect on the statements of cash flows, statements of operations, and net loss for the periods then ended.

The effect of this reclassification on the line items within the Company's consolidated financial statements as of July 31, 2019, was as follows:

	July 31, 2019		
	As Previously Reported	Reclassification	As Reclassified
Additional Paid-in Capital	\$ 37,973,338	\$ (2,022,712)	\$ 35,950,626
Accumulated Deficit	(29,606,413)	2,022,712	(27,583,701)
Total Equity	\$ 8,387,814	\$ -	\$ 8,387,814

Reclassifications

Certain prior period amounts may be reclassified to conform to the current period presentation. Any reclassified amounts have no impact on the Company's previously reported financial position or results of operations.

Fair Value Measurements

The Company has adopted Accounting Standards Codification ("ASC") 820, "Fair Value Measurements and Disclosures" ("ASC 820"), for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied in accordance with U.S. GAAP, which requires the use of fair value measurements, establishes a framework for measuring fair value and expands disclosure about such fair value measurements.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

These inputs are prioritized below:

- Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities.
- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.
- Level 3: Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions.

The Company analyzes all financial instruments with features of both liabilities and equity under the Financial Accounting Standard Board's ("FASB") accounting standard for such instruments. Under this standard, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

U.S. GOLD CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JANUARY 31, 2020

At January 31, 2020 and April 30, 2019, the Company had no assets or liabilities accounted for at fair value on a recurring basis or nonrecurring basis.

Impairment of Long-lived Assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable, or at least annually. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The amount of impairment is measured as the difference between the asset's estimated fair value and its book value. No impairment of long-lived assets was recorded during the nine months ended January 31, 2020.

Mineral Rights

Costs of leasing, exploring, carrying and retaining unproven mineral lease properties are expensed as incurred. The Company expenses all mineral exploration costs as incurred as it is still in the exploration stage. If the Company identifies proven and probable reserves in its investigation of its properties and upon development of a plan for operating a mine, it would enter the development stage and capitalize future costs until production is established.

When a property reaches the production stage, the related capitalized costs will be amortized on a units-of-production basis over the proven and probable reserves following the commencement of production. The Company assesses the carrying costs of the capitalized mineral properties for impairment under ASC 360-10, "Impairment of Long-Lived Assets", and evaluates its carrying value under ASC 930-360, "Extractive Activities—Mining", annually. An impairment is recognized when the sum of the expected undiscounted future cash flows is less than the carrying amount of the mineral properties. Impairment losses, if any, are measured as the excess of the carrying amount of the mineral properties over its estimated fair value.

To date, the Company has not established the commercial feasibility of any exploration prospects; therefore, all exploration costs are being expensed.

ASC 930-805, "Extractive Activities—Mining: Business Combinations" ("ASC 930-805"), states that mineral rights consist of the legal right to explore, extract, and retain at least a portion of the benefits from mineral deposits. Mining assets include mineral rights.

Acquired mineral rights are considered tangible assets under ASC 930-805. ASC 930-805 requires that mineral rights be recognized at fair value as of the acquisition date. As a result, the direct costs to acquire mineral rights are initially capitalized as tangible assets. Mineral rights include costs associated with acquiring patented and unpatented mining claims.

ASC 930-805 provides that in measuring the fair value of mineral assets, an acquirer should take into account both:

- The value beyond proven and probable reserves ("VBPP") to the extent that a market participant would include VBPP in determining the fair value of the assets.
- The effects of anticipated fluctuations in the future market price of minerals in a manner that is consistent with the expectations of market participants.

Leases to explore for or use of natural resources are outside the scope of ASU 2016-02, "Leases".

Share-Based Compensation

Share-based compensation is accounted for based on the requirements of ASC 718, "Compensation—Stock Compensation" ("ASC 718"), which requires recognition in the financial statements of the cost of employee and director services received in exchange for an award of equity instruments over the period the employee or director is required to perform the services in exchange for the award (presumptively, the vesting period). ASC 718 also requires measurement of the cost of employee and director services received in exchange for an award based on the grant-date fair value of the award. Pursuant to ASC 505, "Equity—Equity Based Payments to Non-Employees" ("ASC 505-50"), for share-based payments to consultants and other third parties, compensation expense is determined at the measurement date, which is the grant date. Until the measurement date is reached, the total amount of compensation expense remains uncertain.

U.S. GOLD CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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In June 2018, the FASB issued Accounting Standards Update (“ASU”) 2018-07, “Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting” (“ASU 2018-07”), which expands the scope of Topic 718 to include all share-based payment transactions for acquiring goods and services from non-employees. ASU 2018-07 specifies that Topic 718 applies to all share-based payment transactions in which the grantor acquires goods and services to be used or consumed in its own operations by issuing share-based payment awards. ASU 2018-07 also clarifies that Topic 718 does not apply to share-based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under ASC 606. ASU 2018-07 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted, but no earlier than adoption of ASC 606. The Company chose to early adopt ASU 2018-07 in July 2018. The adoption of this standard did not have a material effect on the Company’s consolidated financial statements and related disclosures.

Accounting for Warrants

Warrants are accounted for in accordance with the applicable accounting guidance provided in ASC 815, “Derivatives and Hedging” (“ASC 815”) as either derivative liabilities or as equity instruments, depending on the specific terms of the agreements. The Company classifies as equity any contracts that (i) require physical settlement or net-share settlement or (ii) give the Company a choice of net-cash settlement or settlement in its own shares (physical settlement or net-share settlement). The Company classifies as assets or liabilities any contracts that (i) require net-cash settlement (including a requirement to net-cash settle the contract if an event occurs and if that event is outside the control of the Company) or (ii) give the counterparty a choice of net-cash settlement or settlement in shares (physical settlement or net-share settlement). Instruments that are classified as liabilities are recorded at fair value at each reporting period, with any change in fair value recognized as a component of change in fair value of derivative liabilities in the consolidated statements of operations.

The Company assessed the classification of its outstanding common stock purchase warrants as of the date of issuance and determined that such instruments met the criteria for equity classification under the guidance in ASU 2017-11 “Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815): (Part I) Accounting for Certain Financial Instruments with Down Round Feature”. The Company has no outstanding warrants that contain a “down round” feature under Topic 815 of ASU 2017-11.

Convertible Preferred Stock

The Company accounts for its convertible preferred stock under the provisions of ASC 480, “Distinguishing Liabilities from Equity” (“ASC 480”), which sets forth the standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. ASC 480 requires an issuer to classify a financial instrument that is within the scope of ASC 480 as a liability if such financial instrument embodies an unconditional obligation to redeem the instrument at a specified date and/or upon an event certain to occur. During the periods ended January 31, 2020 and April 30, 2019, the Company’s outstanding convertible preferred shares were accounted for as equity, with no liability recorded.

Convertible Instruments

The Company bifurcates conversion options from their host instruments and accounts for them as free standing derivative financial instruments according to certain criteria. The criteria includes circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. An exception to this rule when the host instrument is deemed to be conventional as that term is described under applicable U.S. GAAP.

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When the Company has determined that the embedded conversion options should not be bifurcated from their host instruments, the Company records, when necessary, a beneficial conversion feature ("BCF") related to the issuance of convertible debt and equity instruments that have conversion features at fixed rates that are in-the-money when issued, and the fair value of warrants issued in connection with those instruments. The BCF for the convertible instruments is recognized and measured by allocating a portion of the proceeds to warrants, based on their relative fair value, and as a reduction to the carrying amount of the convertible instrument equal to the intrinsic value of the conversion feature. The discounts recorded in connection with the BCF and warrant valuation are recognized (a) for convertible debt as interest expense over the term of the debt, using the effective interest method or (b) for convertible preferred stock as dividends at the time the stock first becomes convertible.

The bifurcation of the Company's outstanding Series F Convertible Preferred shares during the three and nine months ended January 31, 2020 was \$0 and \$2,022,712, respectively, was accounted for as a deemed dividend to holders of the Series F Convertible Preferred shares for the respective quarterly periods and increased the net loss applicable to common shareholders.

Remediation and Asset Retirement Obligation

Asset retirement obligations ("ARO"), consisting primarily of estimated reclamation costs at the Company's Copper King and Keystone properties, are recognized in the period incurred and when a reasonable estimate can be made, and recorded as liabilities at fair value. Such obligations, which are initially estimated based on discounted cash flow estimates, are accreted to full value over time through charges to accretion expense. Corresponding asset retirement costs are capitalized as part of the carrying amount of the related long-lived asset and depreciated over the asset's remaining useful life. AROs are periodically adjusted to reflect changes in the estimated present value resulting from revisions to the estimated timing or amount of reclamation and closure costs. The Company reviews and evaluates its AROs annually or more frequently at interim periods if deemed necessary.

Foreign Currency Transactions

The reporting and functional currency of the Company is the U.S. dollar. Transactions denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing on the transaction dates. Assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing at the balance sheet date with any transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency included in the results of operations as incurred. Transaction gains or losses have not had, and are not expected to have, a material effect on the results of operations of the Company.

Income Taxes

The Company accounts for income taxes pursuant to the provision of ASC 740-10, "Accounting for Income Taxes" ("ASC 740-10"), which requires, among other things, an asset and liability approach to calculating deferred income taxes. The asset and liability approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. A valuation allowance is provided to offset any net deferred tax assets for which management believes it is more likely than not that the net deferred asset will not be realized.

The Company follows the provision of ASC 740-10, "Accounting for Uncertain Income Tax Positions" ("ASC 740-10"). When tax returns are filed, there may be uncertainty about the merits of positions taken or the amount of the position that would be ultimately sustained. In accordance with the guidance of ASC 740-10, the benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions.

Tax positions that meet the more likely than not recognition threshold are measured at the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefit associated with tax positions taken that exceed the amount measured as described above should be reflected as a liability for uncertain tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Company believes its tax positions are all more likely than not to be upheld upon examination. As such, the Company has not recorded a liability for uncertain tax benefits.

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The Company has adopted ASC 740-10-25, "Definition of Settlement", which provides guidance on how an entity should determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits and provides that a tax position can be effectively settled upon the completion and examination by a taxing authority without being legally extinguished. For tax positions considered effectively settled, an entity would recognize the full amount of tax benefit, even if the tax position is not considered more likely than not to be sustained based solely on the basis of its technical merits and the statute of limitations remains open. The federal and state income tax returns of the Company are subject to examination by the Internal Revenue Service and state taxing authorities, generally for three years after they are filed.

The Unaudited Condensed Statements of Operations for the three- and nine-month periods ended January 31, 2020 include a tax refund of \$219,073 under the Tax Cuts and Jobs Act of 2017 for carryovers of previously paid alternative minimum tax by Dataram Corporation. Receipt of this refund resulted in a difference in the statutory tax rate as compared to the effective tax rate for each of the three- and nine-month periods ended January 31, 2020.

Recent Accounting Pronouncements

In August 2018, the FASB issued ASU 2018-13, "Changes to Disclosure Requirements for Fair Value Measurements", which will improve the effectiveness of disclosure requirements for recurring and nonrecurring fair value measurements. The standard removes, modifies, and adds certain disclosure requirements and is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. The Company will evaluate the impact of this standard on the Company's financial statements prior to May 1, 2020, the beginning of the Company's first fiscal year for which the standard will be in effect.

Other accounting standards that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material effect on the financial statements upon adoption. The Company does not discuss recent pronouncements that are not anticipated to have an effect on or are unrelated to its financial condition, results of operations, cash flows or disclosures.

NOTE 3 — GOING CONCERN

The accompanying condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As of January 31, 2020, the Company had cash of approximately \$1.2 million, working capital of approximately \$1.7 million, and an accumulated deficit of approximately \$30.8 million. The Company had a net loss and cash used in operating activities of approximately \$4.5 million and \$3.6 million, respectively, during the nine-month period ended January 31, 2020. As a result of the utilization of cash in its operating activities, and the development of its assets, the Company has incurred losses since it commenced operations. The Company's primary source of operating funds since inception has been equity financings. As of January 31, 2020, the Company had sufficient cash to fund its operations for approximately 6 months and expects that it will be required to raise additional funds to fund its operations thereafter. These matters raise substantial doubt about the Company's ability to continue as a going concern for the twelve months following the issuance of these financial statements.

On June 19, 2019, the Company sold 1,250 Series F Preferred units for an aggregate purchase price of \$2,500,000 (see Note 8), which the Company believes may not be indicative of the Company's ability to raise additional funds for operations, due to a further downturn in equity markets for companies in its industry. There can be no assurance that the Company will be able to raise additional capital or if the terms will be favorable.

The unaudited condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset amounts or the classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 4 — MINERAL RIGHTS

Copper King Project

The Company owns the Copper King gold and copper development project (the "Copper King Project"), which is comprised of two State of Wyoming Metallic and Non-metallic Rocks and Minerals Mining Leases covering an area of approximately 1.8 square miles located in the Silver Crown Mining District of southeast Wyoming.

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On July 2, 2014, the Company entered into an Asset Purchase Agreement whereby the Company acquired certain mining leases and other mineral rights comprising the Copper King Project. The purchase price consisted of (a) cash payment in the amount of \$1.5 million and (b) closing shares calculated at 50% of the issued and outstanding shares of the Company's common stock and valued at \$1.5 million. In accordance with ASC 360-10, "Property, Plant, and Equipment", assets are recognized based on their cost to the acquiring entity, which generally includes the transaction costs of the asset acquisition. Accordingly, the Company recorded a total cost of the acquired mineral properties of \$3,091,738, which includes the purchase price (\$3,000,000) and related transaction costs.

Keystone Project

The Company, through its wholly-owned subsidiary, U.S. Gold Acquisition, acquired the mining claims comprising the Keystone Project on May 27, 2016 from Nevada Gold Ventures, LLC ("Nevada Gold") and Americas Gold Exploration, Inc. under the terms of a Purchase and Sale Agreement. At the time of purchase, the Keystone Project consisted of 284 unpatented lode mining claims situated in Eureka County, Nevada. The purchase price for the Keystone Project consisted of the following: (a) cash payment in the amount of \$250,000, (b) 462,500 shares of the Company's common stock and (c) an aggregate of 231,458 five-year options to purchase shares of the Company's common stock at an exercise price of \$3.60 per share.

The Company valued the shares of common stock at the fair value of \$555,000 or \$1.20 per share of common stock based on the contemporaneous sale of its preferred stock in a private placement at \$0.10 per common share. The options were valued at \$184,968. The options vested over a period of two years whereby 1/24 of the options vested and became exercisable each month for the 24 months following the closing of the acquisition. The options are non-forfeitable and are not subject to obligations or service requirements.

Accordingly, the Company recorded a total cost of the acquired mineral properties of \$1,028,885 which includes the purchase price (\$989,968) and related transaction cost (\$38,917). Some of the Keystone Project claims are subject to pre-existing net smelter royalty ("NSR") obligations. In addition, under the terms of the Purchase and Sale Agreement, Nevada Gold retained additional NSR rights of 0.5% with regard to certain claims and 3.5% with regard to certain other claims. Under the terms of the Purchase and Sale Agreement, the Company may buy down one percent (1%) of the royalty from Nevada Gold at any time through the fifth anniversary of the closing date for \$2,000,000. In addition, the Company may buy down an additional one percent (1%) of the royalty anytime through the eighth anniversary of the closing date for \$5,000,000.

Gold Bar North Project

In August 2017, the Company closed on a transaction under a purchase and sale agreement executed in June 2017 with Nevada Gold and the Company's wholly-owned subsidiary, U.S. Gold Acquisition Corporation, a Nevada corporation, pursuant to which Nevada Gold sold and U.S. Gold Acquisition Corporation purchased all rights, title and interest in the Gold Bar North Property, a gold development project located in Eureka County, Nevada. The purchase price for the Gold Bar North Property was: (a) cash payment in the amount of \$20,479, which was paid in August 2017, and (b) 15,000 shares of common stock of the Company, which were issued in August 2017, valued at \$35,850.

Maggie Creek Project

On September 10, 2019, the Company, NumberCo and the NumberCo Shareholders, entered into the Share Exchange Agreement, pursuant to which, among other things, the Company agreed to issue to the NumberCo Shareholders 2,000,000 shares of the Company's common stock in exchange for all of the issued and outstanding shares of NumberCo, with NumberCo becoming a wholly owned subsidiary of the Company (see Note 1).

NumberCo owns all of the issued and outstanding shares of Orevada Metals Inc. ("Orevada"), a corporation under the laws of the state of Nevada. At the time of acquisition, the Company acquired from NumberCo cash of \$159,063, and assumed liabilities consisting of accounts payable totaling \$125,670. As a result, the Company acquired Orevada's right to an option agreement dated in February 2019 (the "Option Agreement"). The Option Agreement grants Orevada the exclusive right and option to earn-in and acquire up to 50% undivided interest in a property called Maggie Creek, located in Eureka County, Nevada by completing a \$4.5 million in exploration and development expenditures ("Initial Earn-in") and payment to Renaissance Exploration, Inc. ("Renaissance"), the grantor, of \$250,000. Orevada may elect within 60 days after making the \$250,000 payment, to increase its interest by an additional 20% (total interest of 70%) by producing a feasibility study by the end of the ninth year of the Option Agreement. One of the directors of the Company, Mr. Tim Janke, is also a director of Renaissance, a company which is not under common control.

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Pursuant to ASU 2017-01 and ASC 805, each titled “Business Combinations”, the Company analyzed the Share Exchange Agreement to determine if the Company acquired a business or assets. Based on this analysis, it was determined that the Company acquired assets, primarily consisting of cash and the right to an Option Agreement. The Company excluded the cash received in the determination of the gross assets and concluded that the right to the Option Agreement represents substantially all of the fair value of the gross assets acquired. If substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets, the asset is not considered a business.

The monetary value of the 2,000,000 shares issued to the NumberCo Shareholders is deemed by the Company to be \$2,020,000. In accordance with ASC 805-50-30 “Business Combinations”, the Company determined that if the consideration paid is not in the form of cash, the measurement may be based on either (i) the cost which is measured based on the fair value of the consideration given or (ii) the fair value of the assets (or net assets) acquired, whichever is more clearly evident and thus more reliably measurable.

The 2,000,000 shares issued to the NumberCo Shareholders were valued at \$2,020,000, or \$1.01 per share, the fair value of the Company’s common stock based on the quoted trading price on the date of the Share Exchange Agreement (see Note 8). No goodwill was recorded as the Share Exchange Agreement was accounted for as an asset purchase.

The relative fair value of the assets acquired and liabilities assumed were based on management’s estimates of the fair values on September 10, 2019, the date of the Share Exchange Agreement. Based upon the purchase price allocation, the following table summarizes the estimated relative fair value of the assets acquired and liabilities assumed at the date of acquisition:

Cash	\$	159,063
Mineral property – Maggie Creek		1,986,607
Total assets acquired at fair value		2,145,670
Total Liabilities assumed at fair value		(125,670)
Total purchase consideration	\$	2,020,000

As of the date of these unaudited condensed consolidated financial statements, the Company has not established any proven or probable reserves on its mineral properties and has incurred only acquisition costs and exploration costs.

As of the dates presented, mineral properties consisted of the following:

	January 31, 2020 (unaudited)	April 30, 2019
Copper King Project	\$ 3,091,738	\$ 3,091,738
Keystone Project	1,028,885	1,028,885
Gold Bar North Project	56,329	56,329
Maggie Creek Project	1,986,607	-
Total	\$ 6,163,559	\$ 4,176,952

NOTE 5 — PROPERTY

As of the dates presented, property consisted of the following:

	January 31, 2020 (unaudited)	April 30, 2019
Site costs	\$ 81,885	\$ 81,885
Less: accumulated depreciation	(13,578)	(6,956)
Total	\$ 68,307	\$ 74,929

For the three months ended January 31, 2020 and 2019, depreciation expense amounted to \$2,098 and \$1,776, respectively. For the nine months ended January 31, 2020 and 2019, depreciation expense amounted to \$6,622 and \$4,602, respectively.

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NOTE 6 — ASSET RETIREMENT OBLIGATION

In conjunction with various permit approvals permitting the Company to undergo exploration activities at the Copper King Project and Keystone Project, the Company has recorded an ARO based upon the reclamation plans submitted in connection with the various permits. The following table summarizes activity in the Company's ARO for the periods presented:

	January 31, 2020 (unaudited)	January 31, 2019 (unaudited)
Balance, beginning of nine-month period	\$ 88,746	\$ 81,885
Addition and changes in estimates	-	-
Accretion expense	6,666	4,854
Balance, end of period	<u>\$ 95,412</u>	<u>\$ 86,739</u>

For the three months ended January 31, 2020 and 2019, accretion expense amounted to \$2,335 and \$2,133, respectively. For the nine months ended January 31, 2020 and 2019, accretion expense amounted to \$6,666 and \$4,854, respectively.

NOTE 7 — RELATED PARTY TRANSACTIONS

Accounts payable to related parties as of January 31, 2020 and April 30, 2019 was \$17,603 and \$42,539, respectively, and was reflected as accounts payable – related party in the accompanying unaudited condensed consolidated balance sheets. The related party to which accounts were payable as of January 31, 2020 was the Chief Financial Officer, who was owed a total of \$17,603 (includes \$5,158 payable in shares of common stock). The related parties to which accounts were payable as of April 30, 2019 were the former Vice President-Head of Exploration, who was owed \$12,500 payable in shares of common stock and the Chief Financial Officer, who was owed a total of \$30,039 (includes \$14,403 payable in shares of common stock). The amounts payable in shares of common stock to these two related parties were fully vested at the date of issuance.

On September 10, 2019, the Company acquired from Orevada its right to an option agreement dated in February 2019 (see Note 4). One of the board of directors of the Company, Mr. Tim Janke, is also a director of Renaissance.

NOTE 8 — STOCKHOLDERS' EQUITY

Equity Incentive Plan

In August 2017, the Company's Board of Directors approved the Company's 2017 Equity Incentive Plan (the "2017 Plan") including the reservation of 1,650,000 shares of common stock thereunder.

On August 6, 2019, the Board of Directors of the Company approved and adopted, subject to stockholder approval, the U.S. Gold Corp. 2020 Stock Incentive Plan (the "2020 Plan"). The 2020 Plan reserves 3,307,104 shares for future issuance to officers, directors, employees and contractors as directed from time to time by the Compensation Committee of the Board of Directors. The Board directed that the 2020 Plan be submitted to the Company's stockholders for their approval at the 2019 Annual Meeting of Stockholders of the Company (the "Annual Meeting"), which was held on September 18, 2019. The 2020 Plan was approved by a vote of stockholders at the Annual Meeting. With the approval and effectivity of the 2020 Plan, no further grants will be made under the 2017 Plan.

Series F Convertible Preferred Stock

On June 19, 2019, the Company filed a Certificate of Designations, Preferences and Rights of the Series F Preferred (the "Certificate of Designations") with the Secretary of State of the State of Nevada amending its articles of incorporation to establish a class of Series F Preferred Stock and the number, relative rights, preferences and limitations thereof. Pursuant to the Certificate of Designations, 1,250 shares of preferred stock have been designated as Series F Preferred Stock, and each of the shares of Series F Preferred Stock initially is convertible, at the election of the holder, into a number of shares of the Company's common stock equal to the stated value of the Series F Preferred Stock, which is \$2,000, subject to specified adjustments, divided by the conversion price, which is \$1.14 per share, subject to specified adjustments as further adjusted in the event of stock split, stock dividends, and recapitalization or otherwise (the "Conversion Price"). Based on the initial Conversion Price, approximately 2,193,750 shares of common stock would be issuable upon conversion of all of the Series F Preferred Stock to be sold pursuant to the Purchase Agreement (as defined herein).

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A holder of Series F Preferred Stock shall have no right to convert any portion of the Preferred Stock to the extent that, after giving effect to such conversion, the holder would beneficially own in excess of 4.99% (or, at the election of a holder after providing 61 days' prior written notice to the Company, 9.99%) of the number of shares of common stock outstanding immediately after giving effect to the issuance of shares of common stock upon such conversion. Holders of the Series F Preferred Stock shall be entitled to receive dividends when and as declared by the Board of Directors, from time to time, and shall participate on an "as converted" basis with all dividends declared on the Company's common stock.

The Series F Preferred Stock has no redemption provisions. In the event of the Company's liquidation, the holders of the Series F Preferred Stock would be entitled to receive in cash out of the assets of the Company, after payment of the liquidation preference for any outstanding shares of senior preferred stock, but before any amount is paid to the holders of any of shares of junior stock and pari passu with any parity stock then outstanding, an amount per share equal the greater of (A) the stated value thereof on the date of such payment and (B) the amount per share such holder would receive if such holder converted such Series F Preferred Stock into common stock immediately prior to the date of such payment.

Except as required by law or the Company's Articles of Incorporation, including certain protective provisions in the Certificate of Designations, holders of the Series F Preferred Stock have the same voting rights as holders of common stock, voting together as one class on an as-converted basis based on a conversion price equal to \$1.14, subject to beneficial ownership limitations.

On June 19, 2019, the Company sold, under the terms of a securities purchase agreement (the "Purchase Agreement"), 1,250 Series F Preferred units for an aggregate purchase price of \$2,500,000, or \$2,000 per unit. Each unit consisted of one (1) share of 0% Series F Preferred Stock and 878 Class X Warrants on a registered basis and 1,755 Class A Warrants on an unregistered basis. The Company sold a total of 1,250 shares of Series F Preferred Stock, 2,193,750 Class A Warrants and 1,097,500 Class X Warrants under the Purchase Agreement. Each share of Series F Preferred Stock, at the option of the holder at any time, may be converted into the number of shares of common stock of the Company determined by dividing the \$2,000 (the stated value per share of the Series F Preferred Stock) by a conversion price of \$1.14 per share (approximately 2,193,750 shares of common stock), subject to adjustment. Each Class X Warrant is exercisable to acquire one share of the Company's common stock and one Class Y Warrant at an exercise price of \$1.14, for a period of six (6) months from the date of issuance. Each Class Y Warrant is exercisable to acquire one share of the Company's common stock at an exercise price of \$1.14 per share, commencing six (6) months from the date of issuance (the "Initial Exercise Date") and will expire on a date that is the five (5) year anniversary of the Initial Exercise Date. Each Class A Warrant is exercisable to acquire one share of the Company's common stock at an exercise price of \$1.14 per share, commencing six (6) months from the date of issuance and will expire on a date that is the five (5) year anniversary of the date of issuance. In aggregate, if all of the shares of common stock are issued on conversion of the Series F Preferred Stock and exercise of the Class A, Class X and Class Y warrants, the Company would issue a total of 6,582,500 shares of common stock. The warrant holders may elect to exercise the warrants via cashless exercise if there is no effective registration statement registering the warrants pursuant to the terms of each respective warrant certificate. The offering pursuant to which the Series F Preferred units were sold closed on June 20, 2019, subject to the satisfaction of customary closing conditions.

The fair value of the Series F Preferred Stock and warrants if converted on the date of issuance was greater than the value allocated to the Series F Preferred Stock and warrants. As a result, the Company recorded a BCF of approximately \$2.0 million that the Company recognized as deemed dividend to the preferred stockholders and accordingly, an adjustment to net loss to arrive at net loss available to common stockholders and a corresponding increase in additional paid in capital upon issuance of the Series F Preferred Stock and warrants. The Company accounted for the deemed dividend resulting from the issuance of Series F Preferred Stock and warrants using the relative fair value method (see Note 2).

The Purchase Agreement includes customary representations, warranties and covenants by the Company and provides for indemnification of the purchasers against certain liabilities, including liabilities incurred as a result of or relating to any breach of the representations, warranties, covenants or agreements made by the Company in the Purchase Agreement. The Company assessed the classification of these common stock purchase warrants and determined that such instruments met the criteria for equity classification under the guidance in ASC 815.

During the three months ended July 31, 2019, the Company issued an aggregate of 1,080,707 shares of the Company's common stock in exchange for the conversion of 616 shares of the Company's Series F Preferred Stock.

During the three months ended October 31, 2019, the Company issued an aggregate of 638,596 shares of the Company's common stock in exchange for the conversion of 364 shares of the Company's Series F Preferred Stock.

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Common Stock Issued for Accrued Services

On May 6, 2019, the Company paid an accrued service liability to its former Chief Geologist in the amount of \$12,500 by issuing 10,684 shares of common stock at a price of \$1.17 per share of common stock based on the quoted trading price on the date of grant. In connection with this issuance, the Company reduced accrued salaries by \$12,500 during the nine months ended January 31, 2020.

On November 26, 2019, the Company paid an accrued service liability to its Chief Financial Officer in the amount of \$14,403 and stock-based accounting fees of \$3,881 by issuing 22,767 shares of restricted common stock at a price of \$0.80 per share of common stock based on the quoted trading price on the date of grant. In connection with this issuance, the Company reduced accrued expenses by \$14,403 and recorded stock-based accounting fees of \$3,881 during the quarter ended January 31, 2020. The restricted common shares issued to this officer were fully vested at the date of issuance.

Common Stock Issued for Salaries

Between May 2019 and June 2019, the Company issued an aggregate of 21,534 shares of common stock to satisfy a stock payable to its former Chief Geologist for services rendered between May 2019 and June 2019. The shares were valued at \$25,000 using a share price ranging from \$1.03 to \$1.33 on the dates of grant.

Common Stock Issued, Restricted Stock Awards, and RSUs Granted for Services

On September 30, 2018, the Company issued an aggregate of 1,000,000 shares of restricted stock to officers, directors, employees and consultants for services rendered. The shares vest 50% on the date of issuance and 50% on the one-year anniversary of the date of issuance. The 1,000,000 shares of restricted stock had a fair value of \$990,000 and will be expensed over the vesting period. Additionally, on November 10, 2017, 12,000 shares of restricted stock that vest two years from issue date were issued to a director, and on February 20, 2018, 150,000 shares of restricted stock that vest ratably over 12 months were issued to a consultant, bringing the total of restricted shares issued to 1,162,000. During the three months ended July 31, 2019, the Company intended to cancel an aggregate of 85,000 unvested shares of the Company's common stock due to termination of employee relationships; however, during the quarter ended October 31, 2019, prior to cancelation of the shares, and after consultations with these former employees and Company counsel, the Company changed its position relative to the 85,000 shares and declared them vested. As a result of the vesting, the Company recognized operating expenses of \$84,150.

On September 18, 2019, the Compensation Committee of the Board of Directors awarded Edward Karr, the Company's Chief Executive Officer, President and Director, 200,000 performance-based restricted stock units ("RSUs"), David Rector, the Company's Chief Operating Officer, 75,000 performance-based RSUs and an employee of the Company 50,000 performance-based RSUs pursuant to respective restricted stock unit award agreements. The RSUs will vest upon the earlier to occur of (i) a Change in Control (as defined in the 2020 Plan), or (ii) a material discovery of a mineral deposit, as determined by the Compensation Committee of the Board of Directors in its sole discretion. The total 325,000 RSUs had a fair value of \$334,750 or \$1.03 per share based on the quoted trading price on the date of grant and will be expensed upon the occurrence of the vesting term.

Additionally, on September 18, 2019, the Compensation Committee of the Board of Directors awarded five directors of the Company an aggregate of 250,000 shares of restricted stock pursuant to respective restricted stock award agreements. The shares of restricted stock vested immediately on the date of grant. The total 250,000 shares of restricted stock had a fair value of \$257,500 or \$1.03 per share based on the quoted trading price on the date of grant, which was expensed immediately.

On November 26, 2019, the Company issued 21,000 shares of restricted common stock to a consultant for investor relations-related services rendered. The 21,000 shares of common stock had a fair value of \$18,297, or \$0.87 per share, based on the quoted trading price on the date of grant, which was fully vested and expensed immediately.

On November 26, 2019, the Company issued 37,037 shares of restricted stock to a consultant for services to be rendered. The shares vest over a six-month period. The 37,037 shares of restricted stock had a fair value of \$29,848, or \$0.81 per share, based on quoted trading price on the date of grant and will be expensed over the vesting period.

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On January 14, 2020, the Compensation Committee of the Board of Directors awarded an aggregate of 477,778 restricted common shares to Edward Karr, the Company's Chief Executive Officer, and David Rector, the Company's Chief Operating Officer as 2019 Executive Bonus Awards. The total 477,778 restricted common shares stock had a fair value of \$396,520, or \$0.83 per share, based on the quoted trading price on the date of grant, which was fully vested and expensed immediately.

On January 6, 2020, the Compensation Committee of the Board of Directors awarded four directors of the Company an aggregate of 18,750 shares of restricted stock pursuant to respective restricted stock award agreements. The shares of restricted stock vested immediately on the date of grant. The total 18,750 shares of restricted stock had a fair value of \$17,438, or \$0.93 per share, based on the quoted trading price on the date of grant, which was fully vested and expensed immediately.

A total of \$27,596 and \$473,375, and \$138,322 and \$751,486, was expensed for the three and nine months ended January 31, 2020 and 2019, respectively. A balance of \$354,649 remains to be expensed over future vesting periods.

Common Stock Issued Pursuant to Share Exchange Agreement

On September 10, 2019, the Company, NumberCo and the NumberCo Shareholders, entered into the Share Exchange Agreement, pursuant to which, among other things, the Company agreed to issue to the NumberCo Shareholders 2,000,000 shares of the Company's common stock in exchange for all of the issued and outstanding shares of NumberCo, with NumberCo becoming a wholly owned subsidiary of the Company. The 2,000,000 shares issued to the NumberCo Shareholders were valued at \$2,020,000, or \$1.01 per share, the fair value of the Company's common stock based on the quoted trading price on the date of the Share Exchange Agreement (see Note 4).

Stock Options

A summary of the Company's outstanding stock options as of January 31, 2020 and changes during the nine-month period then ended are presented below:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
Balance at April 30, 2019	1,456,458	\$ 1.80	3.29
Granted	50,000	0.81	9.82
Exercised	—	—	—
Forfeited	(506,458)	2.44	—
Canceled	—	—	—
Balance at January 31, 2020	<u>1,000,000</u>	<u>\$ 1.43</u>	<u>3.11</u>
Options exercisable at end of period	<u>741,666</u>	<u>\$ 1.46</u>	<u>—</u>
Options expected to vest	<u>258,334</u>	<u>\$ 1.34</u>	<u>—</u>
Weighted average fair value of options granted during the period		<u>\$ —</u>	

As of January 31, 2020, the aggregate intrinsic value of options outstanding and exercisable was \$0.

On November 26, 2019, the Company granted 50,000 options to purchase the Company's common stock to the Company's Chief Financial Officer. The options have a term of 10 years from the date of grant and are exercisable at an exercise price of \$0.81. The options vest over 24 months at 2,083 options per month. The Company accounted for the 50,000 options by using a Black-Scholes option pricing model with the following assumptions: stock price of \$0.81 per share (based on the quoted trading price on the dates of grant), volatility of 72%, expected term of 10 years, and a risk-free interest rate of 1.74%.

Stock-based compensation for stock options has been recorded in the unaudited condensed consolidated statements of operations and totaled \$40,357 and \$292,422 for the three months ended January 31, 2020 and 2019, respectively, and \$144,785 and \$304,119 for the nine months ended January 31, 2020 and 2019, respectively. A balance of \$265,313 remains to be expensed over future vesting periods.

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Warrants

In relation to the issuance of the Series F Convertible Preferred Shares, the Company issued 2,193,750 Class A Warrants and 1,097,500 Class X Warrants. The fair value of the warrants was \$2,022,712, as measured on the date of the issuance with a Black-Scholes pricing model using the assumptions noted in the following table:

	Warrants Issued During the Nine Months Ended January 31, 2020	
Expected volatility		46% - 74%
Stock price on date of grant	\$	1.14
Exercise price	\$	1.14
Expected dividends		-
Expected term (in years)		0.5 - 5
Risk-free rate		1.77% - 2.11%
Expected forfeiture rate		0%

Each Class A Warrant is exercisable to acquire one share of the Company's common stock at an exercise price of \$1.14 per share, commencing six (6) months from the date of issuance and will expire on a date that is the five (5) year anniversary of the date of issuance. Each Class X Warrant was exercisable to acquire one share of the Company's common stock and one Class Y Warrant at an exercise price of \$1.14, for a period of six (6) months from the date of issuance. Each Class Y Warrant is exercisable to acquire one share of the Company's common stock at an exercise price of \$1.14 per share, commencing on the Initial Exercise Date and will expire on a date that is the five (5) year anniversary of the Initial Exercise Date.

A summary of the Company's outstanding warrants to purchase shares of common stock as of January 31, 2020 and changes during the nine-month period then ended are presented below:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
Warrants with no Class designation:			
Balance at April 30, 2019	1,702,359	\$ 3.12	2.25
Granted	—	—	—
Exercised	—	—	—
Forfeited	—	—	—
Canceled	—	—	—
Balance at January 31, 2020	1,702,359	3.12	1.49
Class A Warrants:			
Balance at April 30, 2019	—	—	—
Granted	2,193,750	1.14	5.00
Exercised	—	—	—
Forfeited	—	—	—
Canceled	—	—	—
Balance at January 31, 2020	2,193,750	1.14	4.46
Class X Warrants:			
Balance at April 30, 2019	—	—	—
Granted	1,097,500	1.14	0.50
Exercised	—	—	—
Forfeited, with no financial effect	(1,097,500)	1.14	—
Canceled	—	—	—
Balance at January 31, 2020	-	-	-

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Class Y Warrants:

Balance at April 30, 2019	—	—	—
Granted	—	—	—
Exercised	—	—	—
Forfeited	—	—	—
Canceled	—	—	—
Balance at January 31, 2020	—	—	—
Warrant Outstanding at January 31, 2020	3,896,109	\$ 2.01	3.17
Warrants exercisable at end of period	3,896,109	\$ 2.01	
Weighted average fair value of warrants granted during the period		\$ 0.52	

As of January 31, 2020, the aggregate intrinsic value of warrants outstanding and exercisable was \$0.

NOTE 9 — NET LOSS PER COMMON SHARE

Net loss per common share is calculated in accordance with ASC 260, "Earnings Per Share". Basic loss per share is computed by dividing net loss available to common stockholders by the weighted average number of shares of common stock outstanding during the period. The following were excluded from the computation of diluted shares outstanding as they would have had an anti-dilutive effect on the Company's net loss. In periods where the Company has a net loss, all dilutive securities are excluded.

	Three and Nine Months Ended January 31, 2020	Three and Nine Months Ended January 31, 2019
Common stock equivalents:		
Preferred stock	473,684	-
Restricted stock units	349,691	524,500
Stock options	1,000,000	1,456,458
Stock warrants	3,896,109	1,702,359
Total	5,719,484	3,683,317

NOTE 10 — COMMITMENTS AND CONTINGENCIES

Mining Leases

The Copper King property position consists of two State of Wyoming Metallic and Non-metallic Rocks and Minerals Mining Leases. These leases were assigned to the Company in July 2014 through the acquisition of the Copper King Project. Leases to explore for or use of natural resources are outside the scope of ASU 2016-02 "Leases". There are no lease contracts for office space or other Company expenses which qualify for treatment as capital assets under ASU 2016-02.

The Company's rights to the Copper King Project arise under two State of Wyoming mineral leases; 1) State of Wyoming Mining Lease No. 0-40828, consisting of 640 acres, and 2) State of Wyoming Mining Lease No. 0-40858 consisting of 480 acres.

Lease 0-40828 was renewed in February 2013 for a second ten-year term and Lease 0-40858 was renewed for its second ten-year term in February 2014. Each lease requires an annual payment of \$2.00 per acre. In connection with the Wyoming Mining Leases, the following production royalties must be paid to the State of Wyoming, although once the project is in operation, the Board of Land Commissioners has the authority to reduce the royalty payable to the State of Wyoming:

FOB Mine Value per Ton	Percentage Royalty
\$00.00 to \$50.00	5%
\$50.01 to \$100.00	7%
\$100.01 to \$150.00	9%
\$150.01 and up	10%

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The future minimum lease payments under these mining leases are as follows, each payment to be made in the fourth quarter of the respective fiscal years. The Fiscal 2020 payment was made during the quarter ended January 31, 2020:

Fiscal 2021	\$	2,240
Fiscal 2022		2,240
Fiscal 2023		2,240
Fiscal 2024 and thereafter		960
	\$	<u>7,680</u>

The Company may renew each lease for a third ten-year term, which will require one annual payment of \$3.00 per acre for the first year and \$4.00 per acre for each year thereafter.

Orevada option:

Pursuant to the acquisition of NumberCo on September 10, 2019, the Company acquired from Orevada its right to the Option Agreement. The option agreement grants Orevada the exclusive right and option to earn-in and acquire up to 50% undivided interest in a property called Maggie Creek, located in Eureka County, Nevada by completing the Initial Earn-in over a seven-year period:

First agreement year	\$	100,000
Second agreement year		200,000
Third agreement year		500,000
Fourth agreement year		700,000
Fifth agreement year		1,000,000
Sixth agreement year		1,000,000
Seventh agreement year		1,000,000
	\$	<u>4,500,000</u>

The Initial Earn-in is vested by paying \$250,000 to Renaissance Exploration, Inc. at the end of the Initial Earn-in period.

NOTE 11 — SUBSEQUENT EVENTS

The Company has evaluated subsequent events through the filing of this Quarterly Report on Form 10-Q, and determined that there have been no events that have occurred that would require adjustments to our disclosures in the condensed consolidated financial statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The interim unaudited condensed consolidated financial statements included herein have been prepared by U.S. Gold Corp. (the "Company", "we", "us", or "our") without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "Commission"). Certain information and footnote disclosure normally included in interim unaudited consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), which are duplicate to the disclosures in the audited consolidated financial statement have been omitted pursuant to such rules and regulations, although we believe that the disclosures are adequate to make the information presented not misleading. These interim unaudited condensed consolidated financial statements should be read in conjunction with the financial statements and notes thereto in the Form 10-K filed with the Commission on July 26, 2019.

In the opinion of management, all adjustments have been made consisting of normal recurring adjustments and consolidating entries, necessary to present fairly the unaudited interim condensed consolidated financial position of us and our subsidiaries as of January 31, 2020, the results of our unaudited interim condensed consolidated statements of operations and changes in stockholders' equity for the three- and nine-month periods ended January 31, 2020 and 2019, and our unaudited interim condensed consolidated cash flows for the nine-month periods ended January 31, 2020 and 2019. The results of unaudited interim condensed consolidated operations for the interim periods are not necessarily indicative of the results for the full year.

The preparation of interim unaudited condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Forward-Looking Statements

In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. See "Forward-Looking Statements." Our results and the timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including the risk factors described in this report and in "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended April 30, 2019.

Overview

We are an exploration company that owns certain mining leases and other mineral rights comprising the Copper King Project in Wyoming and the Keystone, Gold Bar North and Maggie Creek Projects in Nevada.

During the three-months ended January 31, 2020, we focused primarily on finalizing our 2019 drilling program at our Keystone Project and enhancing our understanding of that property through continuing analytics. In addition, we commenced an internal analysis of our newly acquired Maggie Creek exploration project. An overview of certain significant events follows:

- On November 12, 2019, we announced the results of our 2019 Keystone exploration program, including the results of assays on hole KEY 19-05rc. Hole KEY19-05rc was drilled in a previously undrilled target area called Nina Skarn. The hole intersected thick, continuous gold mineralization and will be the focus of future Keystone follow-up exploration efforts.
- On November 21, 2019, we announced a new Maggie Creek section on our website with a link to a Maggie Creek presentation.
- On December 9, 2019, we announced the formation of a Strategic Advisory Board.

Recent Developments

On November 7, 2019, we received a letter from the Listing Qualifications Department of the Nasdaq Stock Market ("Nasdaq") indicating that, based upon the closing bid price of our common stock for the 30 consecutive business day period between September 26, 2019, through November 6, 2019, we did not meet the minimum bid price of \$1.00 per share required for continued listing on The Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5550(a)(2). The letter also indicated that we will be given a compliance period of 180 calendar days, or until May 5, 2020 (the "Compliance Period"), in which to regain compliance pursuant to Nasdaq Listing Rule 5810(c)(3)(A).

In order to regain compliance with Nasdaq's minimum bid price requirement, our common stock must maintain a minimum closing bid price of \$1.00 for at least ten consecutive business days during the Compliance Period. In the event we do not regain compliance by the end of the Compliance Period, we may be eligible for additional time to regain compliance. To qualify, we will be required to meet the continued listing requirement for the market value of our publicly held shares and all other initial listing standards for The Nasdaq Capital Market, with the exception of the bid price requirement, and will need to provide written notice of our intention to cure the deficiency during the second compliance period by effecting a reverse stock split if necessary. If we meet these requirements, we may be granted an additional 180 calendar days to regain compliance. However, if it appears to Nasdaq that we will be unable to cure the deficiency, or if we are not otherwise eligible for the additional cure period, Nasdaq will provide notice that our common stock will be subject to delisting.

The letter has no immediate impact on the listing of the Company's common stock, which will continue to be listed and traded on The Nasdaq Capital Market, subject to the Company's compliance with the other listing requirements of The Nasdaq Capital Market. At our Annual Meeting of Stockholders held on September 18, 2019, our stockholders authorized management to enact a reverse split of our common stock of not less than 1-to-2 and not greater than 1-to-10 before September 18, 2020, in an effort to increase the trading price of our common stock. However, we cannot assure you that the reverse stock split, if implemented, will have the desired effect of proportionately raising our common stock price over the long term, or at all. The effect of a reverse stock split upon the market price of our common stock cannot be predicted with any certainty, and the history of similar stock splits for companies in similar circumstances is varied. Accordingly, we cannot assure you that the market price per share after the reverse stock split will exceed or remain in excess of the \$1.00 minimum bid price for a sustained period of time. The market price of our common stock may vary based on other factors unrelated to the number of shares outstanding, including our future performance.

Results of Operations

Three and nine months ended January 31, 2020 compared to the three and nine months ended January 31, 2019:

Net Revenues

We are an exploration stage company with no operations, and we generated no revenues for the three- and nine-month periods ended January 31, 2020 and 2019.

Operating Expenses

Total operating expenses for the nine months ended January 31, 2020 as compared to the nine months ended January 31, 2019, were approximately \$4.7 million and \$6.1 million, respectively. The approximate \$1.4 million decrease in operating expenses for the nine months ended January 31, 2020 as compared to nine months ended January 31, 2019, is comprised of a decrease of approximately \$377,000 in compensation as a result of a decrease in stock-based compensation due to a decrease in issuance of stock options and common stock issued to our officers and employees as compared to the prior period, a \$1.3 million decrease in exploration expenses on our mineral properties due to a decrease in exploration activities and an increase in professional fees of approximately \$229,000 due primarily to an increase in investor relations, legal fees and stock-based compensation to our board of directors and an overall increase in general and administrative expenses of approximately \$50,000 due primarily to increases in insurance expense and travel and related expenses.

Total operating expenses for the three months ended January 31, 2020, as compared to the three months ended January 31, 2019, were approximately \$1.2 million and \$1.6 million, respectively. The approximate \$455,000 decrease in operating expenses for the three months ended January 31, 2020, as compared to three months ended January 31, 2019 is comprised of an increase of approximately \$273,000 in compensation as a result of an increase in stock-based compensation due to the issuance of common stock issued to our officers as bonus equity awards and employees as compared to the prior comparable period, a decrease of approximately \$674,000 in exploration expenses on our mineral properties due to a decrease in exploration activities, a decrease of approximately \$69,000 in professional fees due primarily to a decrease in legal fees, and an increase of approximately \$16,000 in general and administrative expenses.

Loss from Operations

We reported loss from operations before tax of approximately \$4.7 million and \$6.1 million for the nine months ended January 31, 2020 and 2019, respectively. We reported loss from operations before tax of approximately \$1.2 million and \$1.6 million for the three months ended January 31, 2020 and 2019, respectively.

Net Loss

As a result of the operating expense with no revenues discussed above, we reported a net loss of approximately \$4.5 million for the nine months ended January 31, 2020, as compared to a net loss of \$6.6 million for the nine months ended January 31, 2019. We reported a net loss of approximately \$961,000 for the three months ended January 31, 2020, as compared to a net loss of \$2.1 million for the three months ended January 31, 2019.

Liquidity and Capital Resources

The following table summarizes total current assets, liabilities and working capital at January 31, 2020 compared to April 30, 2019, and the increase between those periods:

	January 31, 2020	April 30, 2019	Increase (Decrease)
Current Assets	\$ 1,751,603	\$ 2,810,442	\$ (1,058,839)
Current Liabilities	\$ 77,979	\$ 160,209	\$ (82,230)
Working Capital	\$ 1,673,624	\$ 2,650,233	\$ (976,609)

As of January 31, 2020, we had working capital of \$1,673,624, as compared to working capital of \$2,650,233 as of April 30, 2019, a decrease of \$976,609. During the nine months ended January 31, 2020, we received net proceeds of approximately \$2.4 million from the issuance of preferred stock and warrants. We used the proceeds primarily to fund operations during the nine months ended January 31, 2020.

We are obligated to file annual, quarterly and current reports with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In addition, the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley") and the rules subsequently implemented by the Commission and the Public Company Accounting Oversight Board have imposed various requirements on public companies, including requiring changes in corporate governance practices. We expect these rules and regulations to increase our legal and financial compliance costs and to make some activities of ours more time-consuming and costlier. We expect to spend between \$200,000 and \$250,000 in legal and accounting expenses annually to comply with our reporting obligations and Sarbanes-Oxley. These costs could affect profitability and our results of operations.

Our unaudited condensed consolidated financial statements are prepared using the accrual method of accounting in accordance with U.S. GAAP and have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. For the nine months ended January 31, 2020 and 2019, we incurred losses in the amounts of approximately \$4.5 million and \$6.6 million, respectively. As of January 31, 2020, we had cash of approximately \$1.2 million. The Company has sufficient cash to fund its operations for approximately 6 months and will be required to raise additional funds. There can be no assurance that the Company will be able to raise additional capital or if the terms will be favorable. The Company has generated no revenues in the reported periods and has an accumulated deficit, which raises substantial doubt about its ability to continue as a going concern.

Management has determined that additional capital will be required to continue its operations. There are no assurances that management will be able to raise capital on terms acceptable to us. If we are unable to obtain sufficient amounts of additional capital, we may be required to reduce the scope of our planned exploration activities, which could harm our business, financial condition and operating results. If we obtain additional funds by selling any of our equity securities or by issuing common stock to pay current or future obligations, the percentage ownership of our stockholders will be reduced, stockholders may experience additional dilution, or the equity securities may have rights preferences or privileges senior to the common stock. If adequate funds are not available to us when needed on satisfactory terms, or at all, we may be required to cease operating or otherwise modify our business strategy.

Management is monitoring the effects of the current health and business risks related to the Coronavirus, also known as COVID-19. We have revised and amended our Risk Factors below to disclose the unknown and unquantifiable risks to the Company from this or other similar risks.

Cash Used in Operating Activities

Net cash used in operating activities totaled \$3.6 million and \$4.6 million for the nine months ended January 31, 2020 and 2019, respectively. Net loss for the nine months ended January 31, 2020 and 2019 totaled approximately \$4.5 million and \$6.6 million, respectively. Additionally, we expensed approximately \$1.1 million in stock-based compensation for options and shares issued to employees and consultants during the nine months ended January 31, 2020. Net changes in operating assets and liabilities are primarily due to net increases in reclamation of bond deposits of approximately \$16,000, \$78,000 in prepaid expenses, and \$2,000 in accounts payable to related parties. These net increases were partially offset by a net decrease in accounts payable of approximately \$178,000 and accrued liabilities of approximately \$5,000 in the nine months ended January 31, 2020.

Cash Provided by Investing Activities

Net cash provided by investing activities totaled approximately \$159,000 for the nine months ended January 31, 2020 due to cash received in connection with a share exchange agreement, as compared to no such investing activities during the nine months ended January 31, 2019.

Cash Provided by Financing Activities

Net cash provided by financing activities totaled approximately \$2.4 million, net of issuance costs, for the nine months ended January 31, 2020 due to the issuance of Series F Preferred Stock and warrants as compared to no issuances of preferred stock or warrants during the nine months ended January 31, 2019. Net cash of approximately \$179,000, net of offering costs, was provided by issuance of common stock during the nine months ended January 31, 2019.

Off-Balance Sheet Arrangements

As of January 31, 2020, we did not have, and do not have any present plans to implement, any off-balance sheet arrangements.

Recently Issued Accounting Pronouncements

See Note 2, Summary of Significant Accounting Policies, to the unaudited condensed consolidated financial statements for a summary of recently issued accounting pronouncements.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of our financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Management believes the following critical accounting policies affect the significant judgments and estimates used in the preparation of the financial statements.

Use of Estimates and Assumptions

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet, and revenues and expenses for the period then ended. Actual results may differ significantly from those estimates. Significant estimates made by management include, but are not limited to valuation of mineral rights, stock-based compensation, the assumptions used to fair value of common and preferred stock, valuation of warrants, asset retirement obligations, and the valuation of deferred tax assets and liabilities.

Stock-Based Compensation

Stock-based compensation is accounted for based on the requirements of Accounting Standards Codification (“ASC”) 718, “Compensation—Stock Compensation” (“ASC 718”), which requires recognition in the financial statements of the cost of employee and director services received in exchange for an award of equity instruments over the period the employee or director is required to perform the services in exchange for the award (presumptively, the vesting period). ASC 718 also requires measurement of the cost of employee and director services received in exchange for an award based on the grant-date fair value of the award. Pursuant to ASC 505, “Equity—Equity Based Payments to Non-Employees” (“ASC 505-50”), for share-based payments to consultants and other third parties, compensation expense is determined at the measurement date, which is the grant date. Until the measurement date is reached, the total amount of compensation expense remains uncertain.

In June 2018, the FASB issued Accounting Standards Update 2018-07, “Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting” (“ASU 2018-07”), which expands the scope of Topic 718 to include all share-based payment transactions for acquiring goods and services from nonemployees. ASU 2018-07 specifies that Topic 718 applies to all share-based payment transactions in which the grantor acquires goods and services to be used or consumed in its own operations by issuing share-based payment awards. ASU 2018-07 also clarifies that Topic 718 does not apply to share-based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under ASC 606. ASU 2018-07 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted, but no earlier than adoption of ASC 606. We chose to early adopt ASU 2018-07 in July 2018. The adoption of this standard did not have a material effect on our consolidated financial statements and related disclosures.

Mineral Rights

Costs of leasing, exploring, carrying and retaining unproven mineral lease properties are expensed as incurred. We expense all mineral exploration costs as incurred as we are still in the exploration stage. If we identify proven and probable reserves in our investigation of our properties and upon development of a plan for operating a mine, we would enter the development stage and capitalize future costs until production is established.

When a property reaches the production stage, the related capitalized costs are amortized on a units-of-production basis over the proven and probable reserves following the commencement of production. We assess the carrying costs of the capitalized mineral properties for impairment under ASC 360-10, “Impairment of Long-Lived Assets”, and evaluate its carrying value under ASC 930-360, “Extractive Activities—Mining”, annually. An impairment is recognized when the sum of the expected undiscounted future cash flows is less than the carrying amount of the mineral properties. Impairment losses, if any, are measured as the excess of the carrying amount of the mineral properties over its estimated fair value.

ASC 930-805, “Extractive Activities-Mining: Business Combinations” (“ASC 930-805”), states that mineral rights consist of the legal right to explore, extract, and retain at least a portion of the benefits from mineral deposits. Mining assets include mineral rights. Acquired mineral rights are considered tangible assets under ASC 930-805. ASC 930-805 requires that mineral rights be recognized at fair value as of the acquisition date. As a result, the direct costs to acquire mineral rights are initially capitalized as tangible assets. Mineral rights include costs associated with acquiring patented and unpatented mining claims.

Leases to explore for or use of natural resources are outside the scope of ASU 2016-02 “Leases”.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, we are not required to include disclosure under this item.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

At the end of the period covered by this report, an evaluation was carried out under the supervision of, and with the participation of, the Company’s management, including the our President and Chief Financial Officer, of the effectiveness of the design and operation of the Company’s disclosure controls and procedures (as defined in Rule 13a – 15(e) and Rule 15d – 15(e) of the Exchange Act). Based on that evaluation, the President and Chief Financial Officer have concluded that as of the end of the period covered by this Quarterly Report, the Company’s disclosure controls and procedures were not effective in ensuring that information required to be disclosed by the Company in its reports that it files or submits to the SEC under the Exchange Act, is recorded, processed, summarized and reported within the time period specified in applicable rules and forms.

While present in our design of internal controls, our internal controls over financial reporting and disclosure are not written; however, the operation of many controls are in place and are applied on a consistent basis. Company personnel perform controls standard to: 1) approve all Company expenditures, 2) approve and sign contractual obligations, 3) reconcile bank accounts and other general ledger accounts, and 4) many other similar rudimentary controls applied as best practice. However, we have concluded that due to the Company’s small size and limited personnel available to perform control functions, the Company is precluded from applying adequate segregation of duties in financial transactions. These are material weaknesses common to companies of similar size and staffing in our industry. We expect these material weakness conditions to continue for the foreseeable future, or until significant Company growth results in additional personnel to perform financial functions.

Changes in Internal Control Over Financial Reporting

During the three months ended January 31, 2020, management determined that a delay of its program for compliance with the Sarbanes-Oxley Act of 2002 was necessary to conserve cash in our current financial condition. There have been no changes in the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting; however, management has determined that for the sake of transparency and conservancy, it cannot state that internal controls over financial reporting are effective at this time.

PART II: OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

From time to time we may be involved in claims and legal actions that arise in the ordinary course of business. To our knowledge, there are no material pending legal proceedings to which we are a party or of which any of our property is the subject.

Item 1A. RISK FACTORS.

Except as follows and as supplemented by the Risk Factors disclosed in our Quarterly Report on Form 10-Q for the quarter ended July 31, 2019, which was filed with the Commission on September 16, 2019, there were no material changes to the Risk Factors disclosed in "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended April 30, 2019. For more information concerning our risk factors, please see "Item 1A. Risk Factors" in our Form 10-K.

Our activities may be adversely affected by unforeseeable and unquantifiable health risks, such as Coronavirus, whether those effects are local, nationwide or global. Matters outside our control may prevent us from executing on our exploration programs, limit travel of Company representatives, adversely affect the health and welfare of Company personnel or prevent important vendors and contractors from performing normal and contracted activities.

While we do not have operations in countries currently identified as high-risk areas for illness or pandemic, such as Coronavirus (COVID-19), the risks to the Company related to contagious disease, or policies implemented by governments to protect against the spread of a disease, are unforeseeable and unquantifiable by us. We, or our people, investors, contractors or stakeholders, may be prevented from free cross-border travel or normal attendance to activities in conducting Company business at trade shows, presentations, meetings or other activities meant to promote or execute our business strategy and transactions. We may be prevented from receiving goods or services from contractors. Decisions beyond our control, such as canceled events, restricted travel, barriers to entry or other factors may affect our ability to accomplish drilling programs, technical analysis of completed exploration actions, equity raising activities, and other needs that would normally be accomplished without such limitations.

Our failure to meet the continued listing requirements of The Nasdaq Capital Market could result in a delisting of our common stock.

As previously reported, on November 7, 2019, we received a letter from the Listing Qualifications Department of the Nasdaq Stock Market ("Nasdaq") indicating that, based upon the closing bid price of our common stock for the 30 consecutive business day period between September 26, 2019, through November 6, 2019, we did not meet the minimum bid price of \$1.00 per share required for continued listing on The Nasdaq Capital Market pursuant to NASDAQ Listing Rule 5550(a)(2). The letter also indicated that we will be provided with a compliance period of 180 calendar days, or until May 5, 2020 (the "Compliance Period"), in which to regain compliance pursuant to Nasdaq Listing Rule 5810(c)(3)(A).

In order to regain compliance with Nasdaq's minimum bid price requirement, our common stock must maintain a minimum closing bid price of \$1.00 for at least ten consecutive business days during the Compliance Period. In the event that we do not regain compliance by the end of the Compliance Period, we may be eligible for additional time to regain compliance. To qualify, we will be required to meet the continued listing requirement for the market value of our publicly held shares and all other initial listing standards for The Nasdaq Capital Market, with the exception of the bid price requirement, and will need to provide written notice of our intention to cure the deficiency during the second compliance period, by effecting a reverse stock split if necessary. If we meet these requirements, we may be granted an additional 180 calendar days to regain compliance. However, if it appears to Nasdaq that we will be unable to cure the deficiency, or if we are not otherwise eligible for the additional cure period, Nasdaq will provide notice that our common stock will be subject to delisting.

To resolve the noncompliance, we may consider available options including a reverse stock split, which may not result in a permanent increase in the market price of our common stock, which is dependent on many factors, including general economic, market and industry conditions and other factors detailed from time to time in the reports we file with the Commission. It is not uncommon for the market price of a company's shares to decline in the period following a reverse stock split.

Although we expect to take actions intended to restore our compliance with the listing requirements, we can provide no assurance that any action taken by us would be successful, or that any such action would stabilize the market price or improve the liquidity of our common stock. Should a delisting occur, a stockholder would likely find it significantly more difficult to dispose of, or to obtain accurate quotations as to the value of our common stock, and our ability to raise future capital through the sale of our common stock could be severely limited.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Other than as set forth below, there were no sales of unregistered securities during the quarter ended January 31, 2020 that were not previously reported on a Current Report on Form 8-K. None of the following transactions involved any underwriters, underwriting discounts or commissions. The recipients of the securities in each of these transactions represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof, and appropriate legends were placed on the share certificates issued in these transactions. All recipients had adequate access sufficient information about us to make an informed investment decision. The sales of these securities were made without any general solicitation or advertising. Each of the issuances set forth below was exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(a)(2) thereof and Rule 506 of Regulation D promulgated thereunder as a transaction not involving a public offering.

On September 18, 2019, the Compensation Committee of the Board of Directors awarded five directors of the Company an aggregate of 250,000 shares of restricted stock pursuant to respective restricted stock award agreements. The shares of restricted stock vested immediately on the date of grant. The Company recognized stock-based compensation of \$257,500 or \$1.03 per share based on the quoted trading price on the date of grant.

Item 3. DEFAULTS UPON SENIOR SECURITIES.

None.

Item 4. MINE SAFETY DISCLOSURES

Pursuant to Section 1503(a) of the Dodd-Frank Act, issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose specified information about mine health and safety in their periodic reports. These reporting requirements are based on the safety and health requirements applicable to mines under the Federal Mine Safety and Health Act of 1977 (the "Mine Act") which is administered by the U.S. Department of Labor's Mine Safety and Health Administration ("MSHA"). During the three-month period ended January 31, 2020, we and our properties or operations were not subject to regulation by MSHA under the Mine Act and thus no disclosure is required under Section 1503(a) of the Dodd-Frank Act.

Item 5. OTHER INFORMATION.

None.

Item 6. EXHIBITS.

Exhibit No	Description
2.1#	<u>Agreement and Plan of Merger dated June 13, 2016 by and between Dataram Corporation, Dataram Acquisition Sub, Inc., U.S. Gold Corp. and Copper King LLC. Incorporated by reference from Exhibit 10.1 to a Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on June 13, 2016.</u>
2.2#	<u>Amended and Restated Agreement and Plan of Merger dated July 29, 2016 by and between Dataram Corporation, Dataram Acquisition Sub, Inc., U.S. Gold Corp. and Copper King LLC. Incorporated by reference from Exhibit 10.1 to a Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on August 2, 2016.</u>
2.3#	<u>Second Amended and Restated Agreement and Plan of Merger dated September 14, 2016 by and between Dataram Corporation, Dataram Acquisition Sub, Inc., U.S. Gold Corp. and Copper King LLC. Incorporated by reference from Exhibit 10.1 to a Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on September 15, 2016.</u>

- 2.4# [Third Amended and Restated Agreement and Plan of Merger dated November 28, 2016 by and between Dataram Corporation, Dataram Acquisition Sub, Inc., U.S. Gold Corp. and Copper King LLC. Incorporated by reference from Exhibit 10.1 to a Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on November 29, 2016.](#)
- 2.5# [Articles of Merger as filed with the Nevada Secretary of State on May 23, 2017. Incorporated by reference from Exhibit 3.1 to a Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on May 26, 2017.](#)
- 3.1 [Certificate of Designations of 0% Series F Convertible Preferred Stock. Incorporated by reference from Exhibit 3.1 to a Current Report on Form 8-K filed with the Securities and Exchange Commission on June 20, 2019.](#)
- 4.1 [Form of Class X Warrant Certificate. Incorporated by reference from Exhibit 4.1 to a Current Report on Form 8-K filed with the Securities and Exchange Commission on June 20, 2019.](#)
- 4.2 [Form of Class Y Warrant Certificate. Incorporated by reference from Exhibit 4.2 to a Current Report on Form 8-K filed with the Securities and Exchange Commission on June 20, 2019.](#)
- 4.3 [Form of Class A Warrant Certificate. Incorporated by reference from Exhibit 4.3 to a Current Report on Form 8-K filed with the Securities and Exchange Commission on June 20, 2019.](#)
- 10.1 [Share Exchange Agreement, dated September 10, 2019, by and among the Company, 2637262 Ontario Inc. and all of the shareholders of 2637262 Ontario Inc. Incorporated by reference from Exhibit 10.1 to a Current Report on Form 8-K filed with the Securities and Exchange Commission on September 11, 2019.](#)
- 10.2 [U.S. Gold Corp 2020 Stock Incentive Plan. Incorporated by reference from Exhibit 10.1 to a Current Report on Form 8-K filed with the Securities and Exchange Commission on September 24, 2019.](#)
- 10.3 [Restricted Stock Unit Award Agreement, dated as of September 18, 2019, by and between Edward Karr and U.S. Gold Corp. Incorporated by reference from Exhibit 10.2 to a Current Report on Form 8-K filed with the Securities and Exchange Commission on September 24, 2019.](#)
- 10.4 [Restricted Stock Unit Award Agreement, dated as of September 18, 2019, by and between David Rector and U.S. Gold Corp. Incorporated by reference from Exhibit 10.3 to a Current Report on Form 8-K filed with the Securities and Exchange Commission on September 24, 2019.](#)
- 10.5 [Form of Restricted Stock Unit Award Agreement under the U.S. Gold Corp. 2020 Stock Incentive Plan. Incorporated by reference from Exhibit 10.5 to Form 10-Q filed with the Securities and Exchange Commission on December 16, 2019.](#)
- 10.6 [Form of Restricted Stock Award Agreement under the U.S. Gold Corp. 2020 Stock Incentive Plan. Incorporated by reference from Exhibit 10.6 to Form 10-Q filed with the Securities and Exchange Commission on December 16, 2019.](#)
- 10.7 [Form of Nonqualified Stock Option Award Agreement under the U.S. Gold Corp. 2020 Stock Incentive Plan. Incorporated by reference from Exhibit 10.7 to Form 10-Q filed with the Securities and Exchange Commission on December 16, 2019.](#)
- 31(a) [Rule 13a-14\(a\) Certification of Edward M. Karr.](#)
- 31(b) [Rule 13a-14\(a\) Certification of Ted R. Sharp.](#)
- 32(a) [Section 1350 Certification of Edward M. Karr \(furnished not filed\).](#)
- 32(b) [Section 1350 Certification of Ted R. Sharp \(furnished not filed\).](#)
- 101.INS XBRL Instance Document.
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. U.S. Gold Corp. hereby undertakes to furnish supplemental copies of any of the omitted schedules and exhibits upon request by the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

U.S. GOLD CORP.

Date: March 12, 2020

By: /s/ Edward M. Karr
Edward M. Karr
President and Chief Executive Officer
(Principal Executive Officer)

Date: March 12, 2020

By: /s/ Ted R. Sharp
Ted R. Sharp
Principal Financial and Accounting Officer

Rule 13a-14(a) Certification

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Edward M. Karr, certify that:

1. I have reviewed this quarterly report on Form 10-Q of U.S. Gold Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's Board of Directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 12, 2020

/s/ Edward M. Karr

Edward M. Karr, President and
Chief Executive Officer
(Principal Executive Officer)

Rule 13a-14(a) Certification

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ted R. Sharp, certify that:

1. I have reviewed this quarterly report on Form 10-Q of U.S. Gold Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's Board of Directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 12, 2020

/s/ Ted R. Sharp

Ted R. Sharp
Principal Financial and Accounting Officer

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

(18 U.S.C. SECTION 1350)

In connection with the Quarterly Report of U.S. Gold Corp., a Nevada corporation (the "Company"), on Form 10-Q for the quarter ended January 31, 2020, as filed with the Securities and Exchange Commission (the "Report"), Edward M. Karr, Chief Executive Officer of the Company, does hereby certify, pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350), that to his knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 12, 2020

/s/ Edward M. Karr

Edward M. Karr
President and Chief Executive Officer
(Principal Executive Officer)

[A signed original of this written statement required by Section 906 has been provided to U.S. Gold Corp. and will be retained by U.S. Gold Corp. and furnished to the Securities and Exchange Commission or its staff upon request.]

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

(18 U.S.C. SECTION 1350)

In connection with the Quarterly Report of U.S. Gold Corp., a Nevada corporation (the "Company"), on Form 10-Q for the quarter ended January 31, 2020, as filed with the Securities and Exchange Commission (the "Report"), Ted R. Sharp, Principal Financial and Accounting Officer of the Company, does hereby certify, pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350), that to his knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 12, 2020

/s/ Ted R. Sharp

Ted R. Sharp

Principal Financial and Accounting Officer

[A signed original of this written statement required by Section 906 has been provided to U.S. Gold Corp. and will be retained by U.S. Gold Corp. and furnished to the Securities and Exchange Commission or its staff upon request.]
